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Debtors and Debtors-in-Possession

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UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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	:	
In re	:	Chapter 11
	:	
DELPHI CORPORATION, <u>et al.</u> ,	:	Case No. 05-44481 (RDD)
	:	
Debtors.	:	(Jointly Administered)
	:	
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EXHIBIT D-19
RIGHTS OFFERING
198.8 HOURS

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES

Delphi Corporation (DIP)
Rights Offering

Bill Date: 07/31/07
Bill Number: 1168053

NAME	DATE	HOURS	DESCRIPTION
GASAWAY M	06/13/07	3.10	REVIEW/COMMENT ON TERM SHEET RE RIGHTS OFFERING MATTERS (3.1).
GASAWAY M	06/18/07	4.30	STATUS TELECONFERENCE RE RIGHTS OFFERING MATTERS (2.0); REVIEW AND COMMENT ON REVISED EPCA RE RIGHTS OFFERING MATTERS (2.3).
GASAWAY M	06/23/07	1.50	REVIEW EPCA ISSUES LIST AND PROVIDE COMMENTS RE RIGHTS OFFERING MATTERS (1.5).
		8.90	
Total Counsel		8.90	
TOTAL TIME		<u>8.90</u>	
CLIENT TOTAL		<u>6527.60</u>	

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES

Delphi Corporation (DIP)
Rights Offering

Bill Date: 07/31/07
Bill Number: 1168053

Disbursement	Date	Vendor/Employee/Dept.	Amount
Telephone Expense-ECRS only	06/29/07	Telecommunications, D	0.21
Telephone Expense-ECRS only	06/29/07	Telecommunications, D	0.63
Telephone Expense-ECRS only	06/29/07	Telecommunications, D	0.10
Telephone Expense-ECRS only	06/29/07	Telecommunications, D	0.04
Telephone Expense-ECRS only	06/29/07	Telecommunications, D	0.02
TOTAL TELEPHONE EXPENSE-ECRS ONLY			\$1.00
Out-of-Town Travel	02/05/07	Saggese NP	950.44
Out-of-Town Travel	02/05/07	Saggese NP	85.03
Out-of-Town Travel	02/07/07	Saggese NP	95.53
TOTAL OUT-OF-TOWN TRAVEL			\$1,131.00
Out-of-Town Meals	02/05/07	Saggese NP	4.83
Out-of-Town Meals	02/06/07	Saggese NP	38.17
TOTAL OUT-OF-TOWN MEALS			\$43.00
TOTAL MATTER			\$1,175.00
TOTAL CLIENT			\$137,195.00

Delphi Corporation (DIP)
Rights Offering

Bill Date: 08/31/07
Bill Number: 1178615

NAME	DATE	HOURS	DESCRIPTION
NOEL GA	07/06/07	0.30	REVIEW DOCUMENTS (0.3) .
NOEL GA	07/10/07	2.30	TELECONFERENCE WITH WORKING GROUP RE: S-1 (2.3) .
NOEL GA	07/11/07	0.80	TELECONFERENCE ALL HANDS RE: S-1 (0.8) .
NOEL GA	07/13/07	0.50	REVIEW DOCUMENTS (0.5) .
NOEL GA	07/18/07	1.00	REVIEW DOCUMENTS; WORKING GROUP TELECONFERENCE (1.0) .
		4.90	
Total Partner		4.90	
GASAWAY M	07/02/07	1.60	REVIEW HIGHLAND DRAFTS OF PSA AND EPCA (1.6) .
GASAWAY M	07/06/07	3.20	STATUS UPDATE CALL; REVIEW PREFERRED STOCK TERM SHEET FROM APPALOOSA; PROVIDE COMMENTS; REVIEW INTEGRATION ANALYSIS (3.2) .
GASAWAY M	07/07/07	2.40	REVIEW AND PROVIDE MARK-UP OF HIGHLAND DRAFT EPCA; REVIEW PRESS RELEASE/PROVIDE COMMENTS (2.4) .
GASAWAY M	07/09/07	3.90	REVIEW AND COMMENT ON REVISED EPCA FOR HIGHLAND; REVIEW REVISED PREFERRED STOCK TERM SHEET (3.9) .
GASAWAY M	07/10/07	6.10	MULTIPLE CONVERSATIONS WITH WORKING GROUP RE: REGISTRATION AND EPCA ISSUES; PARTICIPATE IN WORKING GROUP CALL (6.1) .
GASAWAY M	07/11/07	5.40	TELECONFERENCES WITH WORKING GROUP RE: HIGHLAND PROPOSAL; FOLLOW-UP ON ISSUES; CONFERENCE CALLS WITH APPALOOSA AND HIGHLAND (5.4) .
GASAWAY M	07/12/07	1.20	MARK UP APPALOOSA EPCA (1.2) .
GASAWAY M	07/14/07	4.30	REVIEW DRAFTS OF DOCUMENTS FROM APPALOOSA/PROVIDE COMMENTS; MULTIPLE CONFERENCE CALLS (4.3) .
GASAWAY M	07/15/07	5.90	REVIEW DRAFTS OF HIGHLAND DOCUMENTS/PROVIDE COMMENTS; MULTIPLE CONFERENCE CALLS (5.9) .
GASAWAY M	07/17/07	4.10	REVIEW REVISED APPALOOSA AND HIGHLAND DOCUMENTS FOR SECURITIES LAW ISSUES; PROVIDE COMMENTS (4.1) .
GASAWAY M	07/18/07	0.80	REVIEW PRESS RELEASE AND PLAN FRAMEWORK AND PROVIDE COMMENTS; REVIEW RIGHTS OFFERING DESCRIPTION IN MOTION (0.8) .

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GASAWAY M	07/19/07	3.50	REVIEW AND COMMENT ON EPCA Q&A. FOLLOW UP RE: SAME (1.3); BEGIN REVISING S-1 (2.2).
GASAWAY M	07/23/07	5.70	MARK UP S-1 FOR NEW EPCA (5.1); REVIEW AND COMMENT ON REVISED TIMELINE (0.6).
GASAWAY M	07/24/07	8.10	RENEW AND MARK UP AMENDMENT NO. 1 TO S-1 (8.1).
GASAWAY M	07/25/07	0.60	FOLLOW UP RE: QUESTIONS ON RIGHTS OFFERING (0.6).
GASAWAY M	07/26/07	6.00	REVIEW REVISED TIMELINE (3.5); SEND EMAILS RE: S-1 TIMING (0.3); REVIEW DRAFT S-1 AMENDMENT (2.2).
GASAWAY M	07/27/07	3.60	STATUS CALL AND FOLLOW UP RE: TIMELINE AND S-1 (1.6); PREPARE 10-Q CIRCLE; DRAFT/DISTRIBUTE TO EXPERTS AT SKADDEN FOR REVIEW (2.0).
GASAWAY M	07/31/07	2.70	MARK UP S-1 TO ADD PAR VALUE RIGHTS OFFERING (2.7).
		69.10	
Total Counsel		69.10	
TOTAL TIME		<u>74.00</u>	
 CLIENT TOTAL		 <u>7522.60</u>	

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Delphi Corporation (DIP)
Rights Offering

Bill Date: 08/31/07
Bill Number: 1178615

Disbursement	Date	Vendor/Employee/Dept.	Amount
In-house Reproduction	07/24/07	Copy Center, D	89.42
In-house Reproduction	07/27/07	Copy Center, D	48.58
TOTAL IN-HOUSE REPRODUCTION			\$138.00
Telephone Expense-ECRS only	07/30/07	Telecommunications, D	0.97
Telephone Expense-ECRS only	07/30/07	Telecommunications, D	0.80
Telephone Expense-ECRS only	07/30/07	Telecommunications, D	0.13
Telephone Expense-ECRS only	07/30/07	Telecommunications, D	0.09
Telephone Expense-ECRS only	07/30/07	Telecommunications, D	0.01
TOTAL TELEPHONE EXPENSE-ECRS ONLY			\$2.00
Messengers/ Courier	07/15/07	Messenger Express	62.00
TOTAL MESSENGERS/ COURIER			\$62.00
Wireless - Mobile/Cellular/Pager	07/15/07	Noel GA	1.38
Wireless - Mobile/Cellular/Pager	07/26/07	Noel GA	5.62
TOTAL WIRELESS - MOBILE/CELLULAR/PAGER			\$7.00
TOTAL MATTER			\$209.00
TOTAL CLIENT			\$181,833.00

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Delphi Corporation (DIP)
Rights Offering

Bill Date: 09/30/07
Bill Number: 1181367

NAME	DATE	HOURS	DESCRIPTION
NOEL GA	08/13/07	0.30	TELECONFERENCE WITH SEC (0.2); CORRESPONDENCE (0.1).
NOEL GA	08/15/07	1.00	WORKING GROUP MEETING RE: S-1 (1.0).
NOEL GA	08/16/07	1.60	WORKING GROUP MEETING RE: S-1 (1.6).
		2.90	
SAGGESE NP	08/02/07	0.40	REVIEW SECURITIES ISSUE RE: PLAN DISCLOSURE STATEMENT (0.4).
SAGGESE NP	08/15/07	0.90	REVIEW SECURITIES ISSUES RE: RIGHTS OFFERING AND CONF RE: SAME (0.9).
SAGGESE NP	08/16/07	1.10	REVIEW RIGHTS OFFERING RELATED DISCLOSURE; REVIEW RELATED SEC ISSUES, INCLUDING IN-OFFICE CONFERENCE (1.1).
SAGGESE NP	08/22/07	0.80	REVIEW ISSUES (0.8).
SAGGESE NP	08/23/07	1.50	PLAN FOR RIGHTS OFFERING ISSUES (1.5).
SAGGESE NP	08/31/07	3.50	REVIEW DISCLOSURE STATEMENT RE: RIGHTS OFFERING MATTERS (3.5).
		8.20	
Total Partner		11.10	
GASAWAY M	08/01/07	4.10	REVIEW AND MARKUP S-1 FOR PAR RIGHTS OFFERING (4.1).
GASAWAY M	08/02/07	4.90	RESEARCH RELATIONSHIP BETWEEN S-1 AND DISCLOSURE STATEMENT FILING AND COLLECT PRECEDENTS/REVISE S-1 (4.9).
GASAWAY M	08/03/07	6.30	REVIEW PRECEDENT RIGHTS OFFERINGS RE: DISCLOSURE STATEMENT/S-1 (2.5); REVISE S-1 FOR PAR RIGHTS OFFERING (3.8).
GASAWAY M	08/06/07	2.90	REVIEW SEC RULES RE: RIGHTS OFFERING ISSUES/PREPARE RIGHTS OFFERING ISSUES LIST(1.8); REVIEW TAX MEMO RE: 382(L); PROVIDE COMMENTS (1.1).
GASAWAY M	08/07/07	5.00	POR/RIGHTS OFFERING CONFERENCE CALL (4.0); CONVERSATION WITH A. FEINBERG RE: TAX MEMO (0.3); REVIEW/MARKUP S-1 (0.7).
GASAWAY M	08/08/07	4.70	REVIEW S-1 AMENDMENT/PROVIDE COMMENTS (4.7).
GASAWAY M	08/10/07	2.30	REVIEW CHANGES TO DRAFT S-1 (0.9); REVIEW RIGHTS OFFERING DISCLOSURE IN PRECEDENT DISCLOSURE STATEMENTS (1.4).
GASAWAY M	08/14/07	1.20	REVISE RIGHTS OFFERINGS SECTION OF PLAN AND DISCLOSURE STATEMENT (1.2).

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GASAWAY M	08/15/07	3.00	PARTICIPATE IN POR CALL RE: RIGHTS OFFERING (3.0).
GASAWAY M	08/16/07	5.40	REVIEW REVISED DRAFT OF PLAN, PROVIDE COMMENTS (2.7); REVIEW RIGHTS OFFERING RELATED RESEARCH (1.2); ATTEND WORKING GROUP MEETING RE: RIGHTS OFFERING MATTERS (1.2); REVISE FORM S-1 (0.3).
GASAWAY M	08/17/07	2.80	REVIEW REVISED DRAFT OF DISCLOSURE STATEMENT (2.8).
GASAWAY M	08/23/07	1.40	REVIEW EQUITY COMMITTEE COMMENTS ON DISCLOSURE STATEMENT (1.4).
		44.00	
Total Counsel		44.00	
TOTAL TIME		<u>55.10</u>	
CLIENT TOTAL		<u>9487.90</u>	

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Delphi Corporation (DIP)
Rights Offering

Bill Date: 09/30/07
Bill Number: 1181367

Disbursement	Date	Vendor/Employee/Dept.	Amount
In-house Reproduction	08/07/07	Copy Center, D	321.63
In-house Reproduction	08/10/07	Copy Center, D	0.10
In-house Reproduction	08/21/07	Copy Center, D	106.27
		TOTAL IN-HOUSE REPRODUCTION	\$428.00
Lexis/Nexis	08/16/07	Tam KC	89.00
		TOTAL LEXIS/NEXIS	\$89.00
Westlaw	08/16/07	Tam KC	107.00
		TOTAL WESTLAW	\$107.00
Reproduction - color	08/16/07	Copy Center, D	106.74
Reproduction - color	08/24/07	Copy Center, D	4.01
Reproduction - color	08/29/07	Copy Center, D	108.25
		TOTAL REPRODUCTION - COLOR	\$219.00
Print Images to Paper (from Electronic Media)	08/06/07	Copy Center, D	10.13
Print Images to Paper (from Electronic Media)	08/17/07	Copy Center, D	85.87
		TOTAL PRINT IMAGES TO PAPER (FROM ELECTRONIC MEDIA)	\$96.00
CLR/Disclosure	08/01/07	Global Securities	164.00
		TOTAL CLR/DISCLOSURE	\$164.00
		TOTAL MATTER	\$1,103.00
		TOTAL CLIENT	\$287,281.00

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Delphi Corporation (DIP)
Rights Offering

Bill Date: 10/31/07
Bill Number: 1182831

NAME	DATE	HOURS	DESCRIPTION
MARAFIOTI KA	09/19/07	4.10	BEGIN REVIEW OF S-1 AMENDMENT (4.1).
		4.10	
NOEL GA	09/10/07	0.20	TELECONFERENCE WITH D. GUDOWSKI (0.2).
NOEL GA	09/17/07	0.30	REVIEW DOCUMENTS (0.3).
NOEL GA	09/18/07	1.80	REVIEW DOCUMENTS (1.8).
NOEL GA	09/21/07	0.90	REVIEW DOCUMENTS (0.9).
		3.20	
SAGGESE NP	09/06/07	0.40	READ PRESS RELEASES RE: S-1 (0.4).
SAGGESE NP	09/11/07	0.60	READ 8-K AND PRESS RELEASES RE: S-1 (0.6).
SAGGESE NP	09/12/07	0.40	REVIEW S-1 MATTER STATUS (0.4).
SAGGESE NP	09/13/07	0.90	REVIEW STATUS OF DEAL; REVIEW DS AND REG STATEMENT RE: S-1 (0.9).
SAGGESE NP	09/14/07	0.60	REVIEW S-1 ISSUES (0.6).
SAGGESE NP	09/18/07	2.10	REVIEW REG ISSUES AND REVIEW DOCUMENTS (2.1).
SAGGESE NP	09/21/07	0.90	STATUS CALL AND RELATED FOLLOW-UP ON STATUS OF RIGHTS OFFERING AND GENERAL MATTERS (0.9).
		5.90	
Total Partner		13.20	
GASAWAY M	09/12/07	3.20	REVIEW S-1 DISCLOSURE (3.2).
GASAWAY M	09/14/07	9.60	REVISE/REVIEW REGISTRATION RIGHTS AGREEMENT; DISTRIBUTE (6.2); REVISE AND UPDATE FORM S-1 (3.4).
GASAWAY M	09/18/07	2.20	REVISE FORM S-1. DISTRIBUTE INTERNALLY (2.2).
GASAWAY M	09/20/07	3.60	REVISE REG RIGHTS AGREEMENT (3.6).
GASAWAY M	09/21/07	3.90	REVISE REG RIGHTS AGREEMENT (3.9).
GASAWAY M	09/24/07	4.20	REVISE REG RIGHTS AGREEMENT (3.7).
		26.70	
Total Counsel		26.70	
GANITSKY DI	09/19/07	2.10	REVIEW AND COMMENT ON REVISED S-1 (2.1).
GANITSKY DI	09/20/07	0.80	REVIEW CERTAIN PORTION OF S-1 (0.8).
GANITSKY DI	09/21/07	0.50	REVIEW PORTION OF S-1 (0.5).

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GANITSKY DI	09/27/07	1.20	REVIEW REVISED S-1 (1.2).
		4.60	
HALPER A	09/20/07	6.20	REVIEW FORM S-1 (6.2).
HALPER A	09/21/07	2.90	REVIEW AND COMMENT ON FORM S-1 (2.9).
HALPER A	09/24/07	1.30	REVIEW FORM 8-K FILING CONCERNS (1.3).
		10.40	
STUART NL	09/18/07	2.70	REVIEW S-1 (2.7).
STUART NL	09/19/07	3.20	REVIEW S-1 (3.2).
		5.90	
Total Associate		20.90	
TOTAL TIME		<u>60.80</u>	
 CLIENT TOTAL		 <u>6631.90</u>	

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Delphi Corporation (DIP)
Rights Offering

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Bill Number: 1182831

Disbursement	Date	Vendor/Employee/Dept.	Amount
Reproduction - color	09/18/07	Copy Center, D	25.50
Reproduction - color	09/20/07	Copy Center, D	112.50
		TOTAL REPRODUCTION - COLOR	\$138.00
Vendor Hosted Teleconferencing	09/06/07	Teleconferencing Services, LLC	26.00
		TOTAL VENDOR HOSTED TELECONFERENCING	\$26.00
Messengers/ Courier	09/15/07	Time Machine	95.00
		TOTAL MESSENGERS/ COURIER	\$95.00
Print Images to Paper (from Electronic Media)	09/04/07	Copy Center, D	28.61
Print Images to Paper (from Electronic Media)	09/18/07	Copy Center, D	38.39
		TOTAL PRINT IMAGES TO PAPER (FROM ELECTRONIC MEDIA)	\$67.00
		TOTAL MATTER	\$326.00
		TOTAL CLIENT	\$231,641.00